

Com to parts - Kim Bentman

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18591-7
DEC 8 1995 8 20 AM
INTERSTATE COMMERCE COMMISSION

OF COUNSEL
URBAN A. LESTER

December 4, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Reassignment of Leases, dated as of December 1, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to Memorandum of Lease duly filed with the Commission under Recordation Number 18591.

The namees and addresses of the parties to the enclosed document are:

Assignor	:	BA Leasing & Capital Corporation Four Embarcadero Center, Suite 1200 San Francisco, California 9411
Assignee	:	First Security Bank of Utah, National Association 79 South Main Street Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Reassignment.

The Reassignment is being made by the Assignor pursuant to the Assignment, Assumption and Release Agreement, dated as of December 1, 1995, which has been filed under Recordation Number 18576-A.

Mr. Vernon A. Williams
December 4, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

18591-I
DEC 17 1995 8:44 AM

MEMORANDUM OF REASSIGNMENT OF LEASES dated as of December 1, 1995, made by BA Leasing & Capital Corporation, a California corporation (the "Assignor").

WHEREAS ACF Industries, Incorporated (the "Lessor") has entered into certain leases specified under the heading "Car Service Contract No." in Exhibit A hereto (the "Leases") with the lessee named in said Exhibit A, covering the railroad equipment identified by reporting mark and number in said Exhibit A (the "Equipment");

WHEREAS a memorandum of the Leases has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on the date specified in Exhibit B hereto and assigned the recordation number specified in said Exhibit B;

WHEREAS the Lessor has assigned all of its right, title, and interest in and to the Leases, the Equipment, the proceeds thereof and certain other collateral to the Assignor pursuant to that certain Assignment and Security Agreement (Chattel Mortgage) dated as of December 17, 1993 (the "Security Agreement"); and

WHEREAS a memorandum of such assignment has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code; and

WHEREAS the Assignor is assigning all of its right, title, and interest in and to the Leases, the Equipment, the proceeds thereof and the other collateral specified in the memorandum relating to the Security Agreement to First Security Bank of Utah, National Association, as trustee (the "Assignee"), pursuant to that certain Assignment, Assumption and Release Agreement dated as of December 1, 1995, among Assignor, Assignee and Lessor.

IN WITNESS WHEREOF, the Assignor wishes to show for the public record the assignment of the Leases, the Equipment and the proceeds thereof and the other collateral specified in the memorandum relating to the Security Agreement, and accordingly has caused this memorandum to be executed by one of its officers thereunto duly authorized, as of the date first above written.

BA LEASING & CAPITAL CORPORATION

by

Name: SARA FITCH

Title: Vice President

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Exhibit A

Lessee	Car Service Contract #	Identifying Numbers	Number of Cars	AAR Designator
OCCIDENTAL CHEMICAL CORPO	48860043	ACFX 61154	1	C312
OCCIDENTAL CHEMICAL CORPO	48860043	ACFX 61248	1	C312
OCCIDENTAL CHEMICAL CORPO	48860043	ACFX 61249	1	C312
OCCIDENTAL CHEMICAL CORPO	48860043	ACFX 61812	1	C312
OCCIDENTAL CHEMICAL CORPO	48860043	ACFX 62800	1	C312
OCCIDENTAL CHEMICAL CORPO	48860043	ACFX 62808	1	C312
OCCIDENTAL CHEMICAL CORPO	48860040	ACFX 61484	1	C712
OCCIDENTAL CHEMICAL CORPO	48860015	ACFX 96653	1	C214
OCCIDENTAL CHEMICAL CORPO	48860036	ACFX 46270	1	C113
OCCIDENTAL CHEMICAL CORPO	48860036	ACFX 46299	1	C113
OCCIDENTAL CHEMICAL CORPO	48860036	ACFX 47271	1	C113
OCCIDENTAL CHEMICAL CORPO	48860036	ACFX 47292	1	C113
OCCIDENTAL CHEMICAL CORPO	48860036	ACFX 47312	1	C113
OCCIDENTAL CHEMICAL CORPO	48860036	ACFX 47730	1	C113
OCCIDENTAL CHEMICAL CORPO	48860036	ACFX 47731	1	C113
OCCIDENTAL CHEMICAL CORPO	48860036	ACFX 48624	1	C113
OCCIDENTAL CHEMICAL CORPO	48860036	ACFX 48627	1	C113
OCCIDENTAL CHEMICAL CORPO	48860036	ACFX 49293	1	C113
OCCIDENTAL CHEMICAL CORPO	48860036	ACFX 49295	1	C113
OCCIDENTAL CHEMICAL CORPO	48860081	ACFX 84410	1	T105
OCCIDENTAL CHEMICAL CORPO	48860050	ACFX 85380	1	T564
OCCIDENTAL CHEMICAL CORPO	48860050	ACFX 85384	1	T564
OCCIDENTAL CHEMICAL CORPO	48860050	ACFX 85387	1	T564
OCCIDENTAL CHEMICAL CORPO	48860050	ACFX 85391	1	T564
OCCIDENTAL CHEMICAL CORPO	48860050	ACFX 85392	1	T564
OCCIDENTAL CHEMICAL CORPO	48860050	ACFX 85393	1	T564
OCCIDENTAL CHEMICAL CORPO	48860050	ACFX 85816	1	T564
OCCIDENTAL CHEMICAL CORPO	48860050	ACFX 85817	1	T564
OCCIDENTAL CHEMICAL CORPO	48860050	ACFX 85818	1	T564
OCCIDENTAL CHEMICAL CORPO	48860050	ACFX 85819	1	T564
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97795	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97796	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97800	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97801	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97803	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97804	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97806	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97807	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97809	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97813	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97816	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97817	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97820	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97822	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97824	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97826	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97827	1	C214

Exhibit A

Lessee	Car Service Contract #	Identifying Numbers	Number of Cars	AAR Designator
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97832	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97833	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97834	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97839	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97843	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97844	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97846	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97847	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97852	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97856	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97859	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97864	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97866	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97867	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97870	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97873	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97878	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 97882	1	C214
OCCIDENTAL CHEMICAL CORPO	48860013	ACFX 98233	1	C214
OCCIDENTAL CHEMICAL CORPO	48860044	ACFX 60211	1	C112
OCCIDENTAL CHEMICAL CORPO	48860044	ACFX 60613	1	C112
OCCIDENTAL CHEMICAL CORPO	48860044	ACFX 60734	1	C112
OCCIDENTAL CHEMICAL CORPO	48860044	ACFX 60745	1	C112
OCCIDENTAL CHEMICAL CORPO	48860044	ACFX 61979	1	C112
OCCIDENTAL CHEMICAL CORPO	48860044	ACFX 63488	1	C112
OCCIDENTAL CHEMICAL CORPO	48860044	ACFX 63693	1	C112
OCCIDENTAL CHEMICAL CORPO	48860044	ACFX 63816	1	C112
OCCIDENTAL CHEMICAL CORPO	48860089	ACFX 85494	1	T564
OCCIDENTAL CHEMICAL CORPO	48860089	ACFX 85721	1	T564
OCCIDENTAL CHEMICAL CORPO	48860089	ACFX 85734	1	T564
OCCIDENTAL CHEMICAL CORPO	48860089	ACFX 85735	1	T564
OCCIDENTAL CHEMICAL CORPO	48860089	ACFX 85736	1	T564

EXHIBIT B

Lessee: Occidental Chemical Corporation

Date of Recordation: 12/20/93

Recordation Number: 18591

[RICE--ATTY/EXB.WPF/22D/4265]

RECORDATION NO. 18523-B
FILED 1425
MAR 10 1997 2:35 PM

NOTICE

Notice is hereby given that the Security Agreements previously filed under Recordation Numbers 18516, 18517 and 19200 (as the same have, from time to time, been amended, supplemented and/or partially released) have been fully terminated effective March 7, 1997.

Any security interests in the railcars and assignment of leases contained in such security agreements not previously released have now been terminated effective March 7, 1997.

Effective no later than March 7, 1997, ACF does not claim a leasehold interest in any railcar identified herein solely by reason of any Memorandum of Lease or other document filed herein.



Robert W. Alvord, Attorney for
ACF Industries, Incorporated

District of Columbia)
)
City of Washington) ss.

Subscribed and sworn to before me this 10th day of March 1997.



Kim L. Bartman,
NOTARY PUBLIC

My Commission expires: 3-31-2000

18524-B	18574-C	18841-D	19768-B	20091-B
18525-B	18575-B	18842-C	19769-B	20092-B
18526-B	18576-C	18843-D	19770-B	20093-B
18527-B	18577-C	18844-F	19771-B	20094-B
18528-B	18578-C	18845-C	19772-B	20095-B
18529-B	18579-F	18846-C	19773-B	20096-B
18530-B	18580-D	18847-G	19774-B	20097-B
18535-C	18581-C	18848-C	19775-B	20098-B
18536-D	18582-D	18965-C	19776-B	20099-B
18537-D	18583-D	19201-B	19777-B	20100-B
18538-E	18584-H	19202-B	19778-B	
18539-D	18585-D	19203-B	19779-B	
18540-D	18586-F	19204-B	19780-B	
18541-F	18587-C	19205-B	19781-B	
18542-C	18588-D	19206-B	19782-B	
18543-C	18589-C	19207-B	19783-B	
18544-G	18590-D	19208-B	19784-B	
18545-G	18591-J	19209-B	19785-B	
18546-D	18592-C	19210-B	19786-B	
18547-C	18593-D	19211-B	19787-B	
18548-D	18594-C	19212-B	19788-B	
18549-D	18595-J	19213-B	19789-B	
18550-D	18596-D	19214-B	19790-B	
18551-C	18597-D	19215-B	19791-B	
18552-D	18598-D	19216-B	19792-B	
18553-C	18599-C	19217-B	19793-B	
18554-D	18600-D	19218-B	19794-B	
18555-D	18601-D	19219-B	19795-B	
18556-D	18602-D	19220-B	19818-B	
18557-C	18603-C	19221-B	19819-B	
18558-C	18604-C	19222-B	20075-B	
18559-C	18605-I	19223-B	20076-B	
18560-D	18606-C	19754-B	20077-B	
18561-D	18607-C	19755-B	20078-B	
18562-C	18608-D	19756-B	20079-B	
18563-D	18609-D	19757-B	20080-B	
18564-C	18613-B	19758-B	20081-B	
18565-D	18614-B	19759-B	20082-B	
18566-D	18615-D	19760-B	20083-B	
18567-D	18616-D	19761-B	20084-B	
18568-D	18617-D	19762-B	20085-B	
18569-D	18777-D	19763-B	20086-B	
18570-F	18778-C	19764-B	20087-B	
18571-D	18838-D	19765-B	20088-B	
18572-D	18839-C	19766-B	20089-B	
18573-D	18840-D	19767-B	20090-B	